

---

## BOARD OF DIRECTORS OF THE RIO CENTRE (DALSTON) LIMITED



### AMENDED AND RESTATED BYE-LAWS

---

#### 1. STATUS

- 1.1 These amended and restated Bye-Laws were adopted by the Board on 20 November 2019 (the **Adoption Date**). These Bye-laws replace and supersede any previous Bye-Laws adopted by the Board.
- 1.2 Defined terms in these Bye-Laws shall have the meaning given in the Articles unless otherwise defined in bye-law 6.
- 1.3 Pursuant to Article 31.2 no provision of these Bye-laws shall be construed in a manner that is inconsistent with, or shall affect or repeal anything contained in, the Articles. If there is any conflict between a provision of the Articles and a provision of these Bye-laws, the Articles shall prevail.

#### 2. MEMBERSHIP

##### *Eligibility and categories of membership*

- 2.1 Membership of the Rio is open to any individual aged 16 years or older.

##### *Application to become a Member of the Rio and subscriptions*

- 2.2 Applicants for membership of the Rio shall complete an application form, available at the Rio Office and on the Website, and pay a fee in accordance with their chosen membership category. The Board may within two months of receipt of an application for membership reject that application for such reason as it may see fit and, if an application for membership is rejected, shall notify the applicant accordingly.
- 2.3 At the time of adoption of these Bye-laws, the Board has agreed that the categories of membership to which Members are assigned shall be:

##### **Category**

Life Member

Classic Member

Rio Bravo Member

From time to time the Board shall review and may amend the categories of membership and the level of membership fees payable.

- 2.4 Under no circumstances shall any fee paid by a Member in respect of his or her membership be refundable save where that persons application for membership is subsequently rejected under bye-law 2.2, in which case any fee paid shall be returned.
- 2.5 Each Member shall be entitled to be invited to the AGM of the Rio (in the case of jointly held memberships only one of the persons holding the joint membership shall be counted for the purpose of any quorum or voting entitlement). The Board shall ensure that each AGM is held

no less than eleven calendar months after the last AGM and no longer than thirteen calendar months after the last AGM.

***Benefits, rights and obligations of membership***

- 2.6 Each Member shall be entitled to the membership benefits and rights provided in these Bye-laws and the Articles or as agreed from time to time by the Board and notified to the Members, provided that such Member is not in arrears with the payment of the relevant annual fee.
- 2.7 Each Member shall, when acting in their capacity as a Member, act in the interests of the Rio and in a manner that contributes to the achievement of the objectives of the Rio. Members shall abide by decisions that are taken fairly and within the rules of the Rio by the membership and by the Board.
- 2.8 A Member may not use for personal or commercial benefit any trademark or logo of the Rio, unless specifically authorised by the Board.

***Voting rights***

- 2.9 Subject to bye-law 2.5 (in the case of jointly held memberships) each Member is entitled to one vote at any meeting of the Rio.

***Termination of membership***

- 2.10 The membership of a Member shall be terminated:
- (a) on receipt of notification of the death of such Member;
  - (b) on receipt of a written notice of resignation from such Member;
  - (c) on a decision by the Staff, subject to the confirmation by a majority of the Board within 30 days of such decision;
  - (d) if such Member is in arrears in respect of the membership fees owed by that person to the Rio; or
  - (e) on a decision of two-thirds or more of the Board or a unanimous decision of the Executive Committee.
- 2.11 Each Member shall cease to be entitled to the benefits and rights of membership on the day following termination of their membership under bye-law 2.10.

**3. GOVERNANCE OF THE RIO**

- 3.1 The governance of the Rio shall be vested in the Board. The Board shall consist of the Officers and up to fifteen other Members. The members of the Board shall act as the charity trustees of the Rio for the purposes of applicable charity law.
- 3.2 The Officers of the Rio shall be the Chair, the Deputy Chair and the Treasurer. The Officers shall form the Executive Committee which shall have the role and duties set out in bye-laws 3.6 to 3.8 (inclusive), below. No person shall serve any period as an Officer when he or she is not serving a period of appointment as a Director.
- 3.3 The Officers shall automatically be deemed to have tendered their resignations as Officers (but not also Directors unless the Articles so provide) at the close of each AGM. The Directors shall elect new Officers at the meeting of the Board immediately following each AGM (in each Governance Year, the **First Meeting**). Subject to bye-law 3.4, below:

- (a) an Officer who has just resigned as an Officer may stand for election for the same or any other Officer position; and
  - (b) a Director may serve consecutive terms as an Officer but may not serve as an Officer at any time at which he or she is not a Director.
- 3.4 No person may serve in any of the capacities set out below for a period in excess of the maximum aggregate period set out opposite the relevant capacity. In calculating each Governance Year for the purpose of these bye-laws: each **Governance Year** shall commence at the end of the **First Meeting** (i.e. the meeting at which the relevant Officers are elected to such roles under bye-law 3.3 and end at the end of the very next AGM (at which meeting of the Board, pursuant to bye-law 3.3 such persons shall resign as Officers). For the purpose of calculating the period(s) of service as an Officer for the purposes of this bye-law:
- (a) no period served in the period prior to the Adoption Date shall be included; and
  - (b) no period served where a person accepts appointment as an Officer to replace another person in that role during the relevant Governance Year shall be included:

<b>Office</b>	<b>Maximum Aggregate Period of Service in such capacity</b>
Chair	3 Governance Years
Deputy Chair	3 Governance Years
Treasurer	6 Governance Years

Notwithstanding the remainder of this paragraph from the Adoption Date no person may serve as a Director (and no person shall stand for election if it would mean that they had served in such capacity) for an aggregate period in excess of 9 Governance Years and any period of service prior to the Adoption Date shall be disregarded for the purpose of this paragraph.

- 3.5 The principal role of the Board is to agree the future direction of the Rio and the strategic management and performance of the Rio.

***The Executive Committee***

- 3.6 Pursuant to bye-laws 3.16 to 3.20 the Board hereby delegates to the Executive Committee (acting as a body and not as individuals) the power and authority to do the following acts and things without the need for the prior approval of the Board (subject in each case to any provision of the Articles, the law or any regulation that requires the prior agreement (by resolution or otherwise) of the Board or the Members and or the agreement or sanction of a regulator or other third party):
- (a) to authorise the entry by the Rio into any contract or arrangement where the same is within the ordinary operations of the Rio from time to time (in each case an **Ordinary Course Arrangement**);
  - (b) to authorise the entry by the Rio into any commitment by way of a transaction or series of related transactions that is not an Ordinary Course Arrangement which would involve the Rio in the payment or receipt of any amount having an aggregate value up to, but no greater than, £20,000; or
  - (c) following a referral by the Executive Director or otherwise, to deal as it sees appropriate with any matter of importance or difficulty requiring an urgent decision where the same is required to protect the reputation of the Rio.

Where the Executive Committee utilises: (i) the power provided to it by this bye-law it shall report to the remaining members of the Board at the earliest reasonable opportunity what action was taken; and in addition (ii) the power provided to it by bye-law 3.6(c) it shall convene a meeting of the Board as soon as is reasonably practicable to review the matter in question.

- 3.7 The Executive Committee shall be entitled to exercise a power or authority granted to it by bye-law 3.6 where any two out of three of their number (or more) approve such exercise either, at a meeting (which can take place by electronic means) or in writing (including by email).
- 3.8 Where the Executive Committee exercises a power or authority granted to it by bye-law 3.6, it must inform the Board regarding such exercise at the next available meeting of the Board and, at such meeting, provide all information regarding such exercise as is reasonably requested by the other members of the Board.

### *Specific duties of the Officers and Secretary*

- 3.9 The Chair shall act as chairman for all meetings of the Board and the Rio that he or she attends. For each First Meeting (where no Chair or other Officers will be in appointment, having stepped down at the end of the preceding AGM) the Board shall elect one of their number to act as chairman for that meeting.
- 3.10 The Deputy Chair shall assume the full duties and responsibilities of the Chair (i) in the Chair's absence at any meeting of the Rio or of the Board; (ii) if the Chair resigns or otherwise leaves the Board, until the Board elects a new Chair; and (iii) if the Chair is temporarily unable to fulfil his or her duties.
- 3.11 The Treasurer shall have primary responsibility for Board-level review of the Rio's finances. The Treasurer shall prepare and circulate to the Board an annual budget of the Rio no later than five days prior to the last meeting of the Board, fixed pursuant to bye-law 3.22, that is to be held before 1 April in each calendar year.
- 3.12 The Secretary shall be appointed, and may be removed, by the Board. The Secretary shall have primary responsibility for the Rio's compliance with its regulatory and reporting requirements under the Law.
- 3.13 The Officers shall serve as cheque signatories. The Officers shall have the power to designate up to four members of Staff as cheque signatories with the authority to sign cheques up to a limit of £1,000 per cheque.

### *Classes of Directors*

- 3.14 Pursuant to Article 16.4 of the Articles, the Board shall be divided into three classes designated Class I, Class II and Class III. At the time of adoption of these Bye-laws, the Directors are divided into Class I, Class II and Class III as follows:

#### **Class I**

Merel Reinink

Cindy Casciani

Nicholas Ransley

#### **Class II**

Andrew Brooke

#### **Class III**

Alice Collins

Charlie Philips

- 3.15 The term of Class I Directors expires at the AGM in 2019 and every third year thereafter. The term of Class II Directors expires at the AGM in 2020 and every third year thereafter. The term of Class III Directors expires at the AGM in 2021 and every third year thereafter. The Secretary, after consulting with the Executive Committee, shall classify new Directors as and when they are appointed to the Board.

### ***Delegation***

- 3.16 The Board may, subject to the Articles and the Law, delegate any of its powers or functions to a Committee of two or more Directors and such members of Staff or other advisors as the Board deems advisable to invite onto such Committee. The Board may request that a Committee provide it with advice and assistance in fulfilling the objectives of the Rio as set forth in the Articles. The Board will appoint a member of each Committee to act as chair of such Committee. The chair of each Committee may invite any person to attend the meetings of such Committee, provided that voting members may only be appointed by the Board.
- 3.17 No Committee shall take or purport to take a decision that properly and in the ordinary course of business would otherwise be taken by the Board unless so authorised by means of a written resolution of the Board, or these bye-laws in the case of the Executive Committee. A Committee taking decisions on behalf of the Board may include members who are not Directors, but the quorum for meetings of any such Committee unless stated otherwise in its terms of reference shall be two, of whom at least one shall be a Director. A Committee must act within the policies, budget or any other guidance set by the Board and report to the Board on its activities and decisions.
- 3.18 The Secretary shall maintain a list of Committees and the chairs of such Committees. At the time of adoption of these Bye-laws, the Board has agreed that the following Committees are in existence and shall be chaired by the following:

<b><u>Committee</u></b>	<b><u>Chair</u></b>
Executive Committee	Chair
Audit and Risk Committee	Treasurer
Recruitment Committee	Cindy Casciani

- 3.19 The Board may delegate the implementation of its decisions to the Staff or to another individual, company or organisation contracted by the Rio to undertake activities or provide services on its behalf.
- 3.20 The Board shall be responsible for the appointment and dismissal of the Executive Director. Day-to-day responsibility for the appointment, direction and dismissal of all other Staff shall be delegated to the Executive Director.

### ***Conduct of Business by the Board***

- 3.21 The Board shall hold at least six meetings in each Governance Year, the Audit and Risk Committee and each other Committee shall hold at least four meetings in each Governance Year.
- 3.22 The Board shall agree the dates and times of the meetings of the Board at the First Meeting immediately following the AGM in each Governance Year. The Board in appointment immediately following each AGM shall be responsible for ensuring that the relevant First Meeting is held no longer than five (5) days following the end of such AGM.

- 3.23 Except where otherwise required by Law, meetings of the Board and the Committees may be conducted wholly or in part by electronic means including by video conference, an internet video facility or telephone conference.
- 3.24 A resolution signed in writing by all members of the Board or a Committee shall be treated as if it had been agreed at a meeting of the Board or the Committee concerned.
- 3.25 In any vote to convene a general meeting pursuant to Article 11.2 of the Articles, a majority of 50% of the Directors plus one shall be required.
- 3.26 All decisions of the Board and Committees to which decision-making powers are delegated shall be recorded in one or more minute books kept for the purpose by the Secretary.
- 3.27 Where the date and time for a meeting of the Board has not been fixed pursuant to bye-law 3.22, any Director may call a meeting of the Board by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice. Notice of any meeting of the Board must indicate:
- (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 3.28 Notice of any meeting of the Board called pursuant to bye-law 3.27 must be accompanied by an agenda of the business to be transacted and all papers to be presented or considered at the meeting. Where a meeting of the Board has been fixed pursuant to bye-law 3.22, the agenda of business to be transacted and all papers to be presented or considered at the meeting must be provided to all Directors no later than five days prior to the date of the relevant meeting. Items not set out on the relevant agenda and or papers not circulated by the relevant time shall not be discussed or considered unless two thirds of those Directors present at the relevant meeting agree to such discussion or consideration at the relevant meeting.
- 3.29 Notice of a meeting of the Board need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to Rio not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 3.30 A minimum of five days' notice must be given for a meeting of the Board called pursuant to bye-law 3.27.

#### **4. TERMINATION OF A DIRECTOR**

- 4.1 A Director shall cease to hold office:
- (a) if a resolution is adopted by at least two-thirds of the Directors or unanimous decision of the Executive Committee that a Director has conducted himself or herself in a manner unworthy of the character of the Rio or prejudicial to its interests;
  - (b) immediately if such Director becomes disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision;
  - (c) immediately if by operation of Law;
  - (d) immediately such Director ceases to be a Member of the Rio;

- (e) immediately on death of such Director;
- (f) immediately upon receipt of such Director's resignation;
- (g) immediately if such Director becomes a member of Staff;
- (h) at the end of such Director's elected term of office; or
- (i) upon determination by the Chair, at the Chair's sole discretion upon consultation with the Secretary:
  - (i) that such Director has been absent without apology from three meetings in a calendar year of the Board or any Committee; or
  - (ii) if such Director becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs or if such Director attends meetings of the Board or any Committee under the influence of alcohol or a controlled substance.

## 5. ALTERATION OF THE RIO'S BYE-LAWS

- 5.1 The Board may revoke, amend or add to the Rio's Bye-laws at any time, provided that no bye-law shall be rescinded, altered or amended and no new bye-law shall be made which would have the effect of rescinding, altering or amending the provisions of such Bye-laws, until the same has been approved by a resolution of the Board including the affirmative vote of not less than two-thirds of the Directors then in office. Notwithstanding bye-law 3, any proposed resolution to amend the provisions of these Bye-laws shall have been communicated to the Directors at least one day prior to such meeting of the Board.
- 5.2 For the purposes of this bye-law 5 any Director shall be entitled to appoint another Director as his proxy to attend a meeting of the Board and to vote instead of him (for the avoidance of doubt the appointment of a proxy or proxies shall not count towards any calculation of quorum).
- 5.3 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Rio at the Rio Office or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting of the Board at which the proxy is used.
- 5.4 The instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

**“THE RIO CENTRE (DALSTON) LIMITED**

I, \_\_\_\_\_, of \_\_\_\_\_ in the County of \_\_\_\_\_ being a Director of the above named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the meeting of the Board to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.”

This form is to be used \*in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

\* Strike out whichever is not desired.”

5.5 The voting provisions of bye-laws 5.1 to 5.4 apply only to the alteration of these Bye-laws and do not relate to any other decision of the Board.

## 6. DEFINITIONS AND NOTES

In these Bye-laws the following terms shall have the meanings shown:

**Adoption Date** – has the meaning given in bye-law 1.1.

**AGM** – the Rio’s Annual General Meeting.

**Articles** – the Articles of Association of the Rio, as amended from time to time.

**Board** – the body of Directors from time to time in which the governance of the Rio is vested in accordance with the Articles and Bye-laws.

**Bye-laws** – these regulations for the management and conduct of Rio business made by the Board, as amended from time to time.

**Chair** – the Director elected or appointed to the office of chair of the Rio from time to time.

**Committee** – a committee formed pursuant to these Bye-laws.

**Deputy Chair** – the Director elected or appointed to the office of deputy chair of the Rio from time to time.

**Executive Committee** – the Officers (serving as a committee not as individuals) from time to time.

**Executive Director** – the person appointed by the Board to perform the duties of the executive director of the Rio whether temporary or otherwise and by whatever name called from time to time.

**First Meeting** – has the meaning given in bye-law 3.4.

**Governance Year** – has the meaning given in bye-law 3.4.

**Laws** – the Companies Act 2006, the Charities Act 2006 and such other laws, regulations and rules as may from time to time apply to the Rio.

**Member** – any individual who is a member of the Rio in accordance with the Articles.

**Officers** – the Chair, Deputy Chair and Treasurer of the Board, duly elected or appointed by the Directors from time to time.

**Rio** – the Rio Centre (Dalston) Limited, a company limited by guarantee and not having a share capital with registration number 01409066.

**Rio Office** – the principal administrative office of the Rio, which at the time of adoption of these Bye-laws is 107 Kingsland High Street, London E8 2PB.

**Secretary** – the person appointed by the Executive Committee to perform the duties of the company secretary of the Rio whether temporary or otherwise.

**Staff** – the employees of the Rio, or any employee of the Rio, as the case may be.

**Treasurer** – the Director elected or appointed to the office of treasurer of the Rio from time to time.

**Website** – <http://www.riocinema.org.uk> or such other website as may be the principal website of the Rio from time to time.